

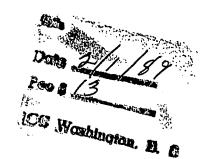
NRUC CORPORATION

100 NORTH TWENTIETH STREET SECOND FLOOR PHILADELPHIA, PA 19103 215 • 569 • 2220

16184

FEB 1 1989 - 1 40 BM

WITERSTATE COMMERCE COMMISSION



January 31, 1989

Interstate Commerce Commission 12th & Constitution Avenues, N.W. Washington, DC. 20423

9-032A166

ATTN: Ms. M. Lee

Room 2303

Dear Ms. Lee:

Enclosed herewith are three (3) original copies of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Bill of Sale with, Exhibits "A" and "B" attached, representing a sale of boxcars between:

Seller:

NRUC Corporation

100 North Twentieth Street

Second Floor

Philadelphia, Pennsylvania

19103

and

Purchaser:

Northwestern Oklahoma Railroad Company

One Foxfield Square

Suite 200

St. Charles, Illinois

60174

A fee of thirteen dollars (\$13.00) is enclosed, please return two (2) copies of the above Bill of Sale to me at address listed above with the recordation certification data stamped thereon.

Sincerely,

Robert L. Shiner, Jr.

Vice President

FEB 1 1989 . 1 &9 PM MITERSTATE COMMERCE COMMISSION

BILL OF SALE

KNOW ALL PERSONS BY THESE PRESENTS THAT, for value received, the receipt and sufficiency of which are hereby acknowledged, NRUC CORPORATION ("Seller") does hereby grant, bargain, sell, convey, transfer and deliver to NORTHWESTERN OKLAHOMA RAILROAD CO. ("Purchaser"), its successors and assigns forever, all right, title and interest of Seller in and to all of the boxcars specifically identified on Exhbit A (the "Cars"), TO HAVE AND TO HOLD the same unto Purchaser, its successors and assigns forever.

Seller represents and warrants as follows:

- (A) Seller has good, valid and marketable title to the Cars free and clear of all liens, pledges, security interests, charges, encumbrances or other defects of title of any nature whatsoever, and there is no contract, covenant or restriction which prevents Seller from conveying or transferring to Purchaser unencumbered title to the Cars or giving possession of the Cars to Purchaser.
- THE CARS ARE PURCHASED BY PURCHASER "AS IS WHERE IS", IN INTERCHANGEABLE CONDITION, SUITABLE FOR CLASS "A" COMMODITY LOADING AND SELLER DOES NOT MAKE ANY OTHER WARRANTIES OR REPRESENTATIONS, EXPRESS OR IMPLIED, AS TO THE CONDITION OF THE BOXCARS, MERCHANTABILITY OF THE BOXCARS, FITNESS OF THE BOXCARS FOR A PARTICULAR PURPOSE OR ANY OTHER MATTER CONCERNING THE BOXCARS EXCEPT AS SET FORTH ABOVE.

IN WITNESS WHEREOF, Seller has executed this instrument on the 21 day of December, 1988.

ATTEST: NRUC CORPORATION By: Robert & Shinar J.
Title: Vice - President

EXHIBIT A

TO

BILL OF SALE FROM NRUC CORPORATION

TO

NORTHWESTERN OKLAHOMA RAILROAD COMPANY DECEMBER 21, 1988

Description of Cars - 50'6" Seventy-Ton Boxcars bearing Car Numbers as follows:

NEW CAR NUMBERS

PREVIOUS CAR NUMBERS

NOKL 78008 NOKL 78009 NSL 102278 NSL 102279

EXHIBIT "B"

CERTIFICATE OF INSPECTION AND ACCEPTANCE

To:

NRUC CORPORATION

PICKENS RAILROAD

402 CEDAR ROCK - STREET

PICKENS, SC 29671

Philip, 14

From:

INTERAIL, INC.

One Foxfield Square

St. Charles, IL 60174

The undersigned, a duly authorized inspector of Lessee does hereby certify that:

Under authority of Lessee, I have inspected and accepted delivery of the units of railroad equipment specified in the listing below as conforming in all respects to the terms and provisions of the Lease Agreement:

DESCRIPTION

MARK

SERIAL NUMBERS!

50170 700

ALL STEKE

Plme B

BNURS

NOKL

NOKE

78008

Under authority of Lessee, I further certify that by virtue of my acceptance of said cars the same have, on the dates stated above, come under lesse to Lessee pursuant to the terms and provisions of said Lease Agreement.

Signature

uthorized Inspector

Date:

STATE OF CENNA)	
COUNTY OF Ohla))	SS

On this And day of December, 1988, before me personally appeared Robert & Sliver In , to me personally known, who being by me duly sworn says that such person is Mice freedest of NRUC CORPORATION, that the foregoing Bill of Sale was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission Expires:

Notary Public, Phila., Phila. Co.

My Commission Expires April 14, 1990